

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NEW YORK**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**19 Civ. 661**

**v.**

**ROBERT C. MORGAN, MORGAN  
MEZZANINE FUND MANAGER LLC, and  
MORGAN ACQUISITIONS LLC,**

**Defendants.**

**NOTICE OF PLAINTIFF’S EMERGENCY APPLICATION FOR A TEMPORARY  
RESTRAINING ORDER, PRELIMINARY INJUNCTION, ASSET FREEZE,  
RECEIVER, AND OTHER RELIEF**

PLEASE TAKE NOTICE THAT plaintiff Securities and Exchange Commission (the “Commission”) will move, and hereby does move, this Court for an Order:

1. temporarily and preliminarily, through final judgments, restraining and enjoining defendants Robert C. Morgan (“Morgan”), Morgan Mezzanine Fund Manager LLC (the “Fund Manager”), and Morgan Acquisitions LLC (“Morgan Acquisitions”) (collectively, “Defendants”) from directly or indirectly committing future violations of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];
2. temporarily and preliminarily, through final judgments, freezing Morgan’s assets;
3. temporarily and preliminarily, through final judgments, appointing a receiver over Morgan 11% Notes Fund LLC, Morgan 11% Notes Fund QP LLC, Morgan Notes Fund II LLC, Morgan Notes Fund QP II LLC, Morgan Notes Fund III LLC, Morgan Notes Fund QP III LLC, and Morgan Acquisitions (collectively, the “Notes Funds”) and the Fund Manager;

4. temporarily and preliminarily, through final judgments, enjoining the filing of any bankruptcy, foreclosure, receivership actions by or against the Notes Funds or the Fund Manager;

5. directing Defendants to submit a verified accounting of their assets, including the use of the Notes Funds assets, and the disposition of the assets of any current Affiliate Borrowers (as that term is defined in the Complaint) to or for the direct or indirect benefit of Morgan; and

6. providing that the parties may take expedited discovery in preparation for a preliminary injunction hearing; and

7. temporarily, and preliminarily through final judgments, restraining and enjoining Defendants and any person or entity acting at their direction or on their behalf, from destroying, altering, concealing, or otherwise interfering with the access of the Commission to relevant documents, books and records.

PLEASE TAKE FURTHER NOTICE THAT, in support of the application, the Commission will rely on the Complaint, the declarations of Lee A. Greenwood and Kerri L. Palen, and the accompanying memorandum of law.

PLEASE TAKE FURTHER NOTICE THAT, the Commission will seek an expedited hearing on its Emergency Application for a Temporary Restraining Order, Asset Freeze, Receiver, and Other Relief.

Dated: New York, New York  
May 22, 2019

Respectfully submitted,

By: /s/ Neal Jacobson  
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